THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hao Tian International Construction Investment Group Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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HAO TIAN INTERNATIONAL CONSTRUCTION INVESTMENT GROUP LIMITED

昊天國際建設投資集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1341)

(1) PROPOSAL INVOLVING GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES;
(2) RE-ELECTION OF DIRECTORS;
(3) RE-APPOINTMENT OF AUDITORS;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of Hao Tian International Construction Investment Group Limited to be held at 25/F, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Tuesday, 16 September 2025, at 10:00 a.m. is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for use at the AGM is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.haotianint.com.hk). Whether or not you intend to attend and vote at the AGM or any adjourned meeting (as the case may be) in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible, but in any event not less than 48 hours before the time appointed for holding such meeting or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should you so wish.

30 July 2025

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In this circular, the following expressions have the following meanings unless the context requires otherwise:

"AGM"	the annual general meeting of the Company to be held at 25/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 16 September 2025, at 10:00 a.m., the notice of which is set out on pages AGM-1 to AGM-5 of this circular, or any adjournment thereof
"AGM Notice"	the notice convening the AGM which is set out on pages AGM-1 to AGM-5 of this circular
"Articles" or "Articles of Association"	the articles of association of the Company, as amended from time to time
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
"close associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Company"	Hao Tian International Construction Investment Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares are listed and traded on the Main Board of the Stock Exchange (Stock code: 1341)
"controlling shareholder(s)"	has the meaning ascribed thereto under the Listing Rules
"core connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the directors of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong

"Hong Kong" or "HKSAR"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the power to allot, issue and otherwise deal with new Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of the resolution approving such mandate
"Latest Practicable Date"	25 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Memorandum" or "Memorandum of Association"	the memorandum of association of the Company, as amended from time to time
"PRC"	the People's Republic of China
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the AGM to repurchase Shares on the Stock Exchange up to 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of the resolution approving such mandate
"SFO"	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholders"	has the meaning ascribed thereto in the Listing Rules
"Takeovers Code"	The Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended, supplemented or otherwise modified from time to time

"Treasury Shares"	has the meaning ascribed to it under the Listing Rules which came into effect on 11 June 2024, as amended and supplemented from time to time
"%"	per cent

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

HAO TIAN INTERNATIONAL CONSTRUCTION INVESTMENT GROUP LIMITED
昊天國際建設投資集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1341)

Executive Directors:
Mr. Fok Chi Tak
Dr. Zhiliang Ou, *J.P. (Australia)*
Mr. Tang Yiu Chi James

Non-executive Directors:
Mr. Xu Lin
Ms. Jiang Yang

Independent non-executive Directors:
Mr. Mak Yiu Tong
Mr. Li Chi Keung Eliot
Mr. Shek Lai Him Abraham
Mr. Chan Ming Sun Jonathan

Registered office:
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman KY1–1108
Cayman Islands

Head office and principal place of business:
Rooms 2510–2518, 25th Floor
Shui On Centre
6–8 Harbour Road, Wanchai
Hong Kong

30 July 2025

To all Shareholders

Dear Sir or Madam,

(1) PROPOSAL INVOLVING GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES; (2) RE-ELECTION OF DIRECTORS; (3) RE-APPOINTMENT OF AUDITORS; AND (4) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide Shareholders with information in connection with the resolutions to be proposed at the AGM to (i) grant the Directors general mandates to issue Shares and repurchase Shares, (ii) re-elect the retiring Directors, (iii) re-appoint independent auditors, and to give you notice of the AGM at which the resolutions will be proposed to be considered and, if thought fit, approved.

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

At the annual general meeting of the Company held on 19 September 2024, ordinary resolutions were passed, among other things, by the then Shareholders to grant the general mandates to the Directors to:

(1) allot, issue and deal with new Shares not exceeding 20% of the aggregate number of the Shares in issue as at 19 September 2024;

(2) repurchase Shares not exceeding 10% of the aggregate number of the Shares in issue as at 19 September 2024; and

(3) extend the general mandate for issuing new Shares by an amount representing the aggregate number of the Shares repurchased by the Company.

These general mandates will lapse at the conclusion of the AGM. It is therefore proposed to seek your approval of the ordinary resolutions to be proposed at the AGM to grant fresh general mandates to the Directors.

The Issue Mandate

At the AGM, ordinary resolutions no. 4(A) and 4(C) as set out in the AGM Notice will be proposed to grant the Directors fresh general mandates (i) to allot, issue and deal with new Shares (including any sale or transfer of Treasury Shares out of treasury) not exceeding 20% of the total number of Shares in issue (excluding any Treasury Shares) at the date of passing of the resolution no. 4(A) as set out in the AGM Notice (being a maximum of 1,549,230,567 new Shares based on a total of 7,746,152,835 Shares in issue as at the Latest Practicable Date and assuming that no other Shares will be issued or repurchased whatsoever between the Latest Practicable Date and the AGM) plus (ii) the number of Shares repurchased by the Company (under the authority granted pursuant to the Repurchase Mandate) subsequent to the passing of such resolution. The Issue Mandate shall remain in force until whichever the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution in a general meeting.

The Repurchase Mandate

At the AGM, an ordinary resolution, which if passed, will grant the Directors a general and unconditional mandate to repurchase Shares up to a maximum of 10% of the total number of Shares in issue (excluding any Treasury Shares) at the date of passing of the resolution no. 4(B) as set out in the AGM Notice at any time during the period ending on whichever the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable laws of the Cayman Islands to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution in a general meeting.

An explanatory statement to provide relevant information in respect of the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Pursuant to article 112 of the Articles, any Director appointed by the Board as an additional Director shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Ms. Jiang Yang, who was appointed as a non-executive Director by the Board on 3 December 2024, will retire from office and, being eligible, offer herself for re-election as a non-executive Director at the AGM.

Pursuant to article 108 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or if their number is not three or in a multiple of three, then the number nearest but not less than one-third) shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last (re-)election but as between persons who became or were last re-elected Directors on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election. Dr. Zhiliang Ou, Mr. Mak Yiu Tong and Mr. Li Chi Keung Eliot shall retire from office by rotation pursuant to the Articles and, being eligible, will offer themselves for re-election at the AGM.

The nomination committee of the Company (the "**Nomination Committee**") has reviewed the structure and composition of the Board, the qualifications, skills, knowledge and experience, time commitment and contributions of the retiring Directors, having regard to the nomination policy and the board diversity policy of the Company. Accordingly, the Nomination Committee has recommended them to the Board for re-election and the Board has endorsed the recommendations of the Nomination Committee and recommended each of the retiring Directors for re-election at the AGM.

Among the retiring Directors, Mr. Mak Yiu Tong and Mr. Li Chi Keung Eliot are independent non-executive Directors. The Company is of the view that Mr. Mak and Mr. Li meet the independence guidelines as set out in Rule 3.13 of the Listing Rules and are regarded as independent in accordance with the terms of the guidelines. During the tenure in acting as independent non-executive Directors, Mr. Mak and Mr. Li have devoted sufficient time and efforts in attending various business affairs of the Company and have rendered valuable contribution to the Group. The Company considers that, having regard to the performance during their past tenure, Mr. Mak and Mr. Li will be able to continue to contribute as members of the Board and Board committees and will also be able to devote sufficient time in performing their duties as independent non-executive Directors.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in the Appendix II to this circular.

PROPOSED RE-APPOINTMENT OF AUDITORS

The financial statements of the Group for the year ended 31 March 2025 were audited by Moore CPA Limited whose term of office will expire upon the conclusion of the AGM.

The Board proposed to re-appoint Moore CPA Limited as the independent auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration.

ANNUAL GENERAL MEETING

The AGM Notice is set out on pages AGM-1 to AGM-5 of this circular. A form of proxy for the AGM is enclosed herewith and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.haotianint.com.hk). Whether or not you are able to attend the AGM in person, please complete and return the form of proxy in accordance with the instructions printed thereon to the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjourned meeting (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjourned meeting (as the case may be) should you so wish.

CLOSURE OF REGISTER OF MEMBERS AND RECORD DATE

In order to establish entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 11 September 2025 to Tuesday, 16 September 2025, both days inclusive, during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company on Tuesday, 16 September 2025 (i.e. the record date) will be entitled to attend and vote at the AGM. All transfers of Shares accompanied by the relevant share certificates and properly completed transfer forms must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 10 September 2025.

VOTING BY POLL AT THE AGM

Pursuant to Rule 13.39(4) of the Listing Rules and article 72 of the Articles, any votes of the Shareholders at a general meeting must be taken by poll except where the chairman of the meeting decides to allow a resolution to be voted by a show of hands pursuant to the Listing Rules. An announcement on the poll results will be published by the Company after the AGM in the manner prescribed under Rules 13.39(5) and 13.39(5A) of the Listing Rules.

Details of procedures for conducting a poll are set out in the Appendix III to this circular.

RECOMMENDATION

The Board considers that the re-election of Directors, the re-appointment of the auditors, the granting of the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate are in the interests of the Company and the Shareholders as a whole, and therefore recommends the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

By order of the Board
Hao Tian International Construction Investment Group Limited
Fok Chi Tak
Executive Director

This is an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

1. LISTING RULES FOR REPURCHASES OF SHARES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution, either by way of a general mandate to the directors or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

2. FUNDING OF REPURCHASES

Any repurchases will be made out of funds which are legally available for such purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. The Cayman Islands laws provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of shares made for such purpose. The amount of premium payable on redemption may only be paid out of either the profit that would otherwise be available for distribution by way of dividend or out of share premium of the Company. Under the Cayman Islands laws, the repurchased shares will remain part of the authorised but unissued share capital of the Company.

If the Repurchase Mandate is exercised, the Directors intend to apply the profits that would otherwise be available for distribution by way of dividend for any purchase of its shares. There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2025) in the event that the Repurchase Mandate is exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 7,746,152,835 Shares.

Subject to the passing of the resolution no. 4(B) as set out in the AGM Notice and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 774,615,284 Shares (representing approximately 10% of the issued share capital of the Company (excluding any Treasury Shares)) during the period from the date of the passing of the resolution no. 4(B) as set out in the AGM Notice up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; and (iii) the revocation or variation of the authority given by the Shareholders by an ordinary resolution of the Shareholders in a general meeting, whichever occurs first.

4. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and its shareholders. The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company with the flexibility to make such repurchase when appropriate and beneficial to the Company.

5. SHARE PRICES

The highest and lowest prices per Share at which the Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Highest	**Lowest**
	HK$	*HK$*
2024		
July	1.010	0.750
August	0.970	0.385
September	0.530	0.340
October	0.640	0.375
November	0.830	0.365
December	0.800	0.540

	Highest	Lowest
	HK$	*HK$*
2025		
January	0.920	0.540
February	1.100	0.730
March	0.900	0.800
April	0.870	0.365
May	0.490	0.390
June	0.510	0.385
July (1 July up to the Latest Practicable Date)	0.420	0.182

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Memorandum and Articles and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates (as defined in the Listing Rules), has any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has any present intention to sell Shares to the Company, nor has he/she/it undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory general offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Directors, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the Repurchase Mandate as at the Latest Practicable Date. The Directors do not propose to exercise the Repurchase Mandate to such an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

8. TREASURY SHARES

With effect from 11 June 2024, the Listing Rules has been amended to introduce flexibility for listed companies to cancel shares repurchased and/or to adopt a framework to (i) allow repurchased shares to be held in treasury and (ii) govern the resale of Treasury Shares. If the Company repurchases Shares pursuant to the Repurchase Mandate, the Company may (i) cancel the repurchased Shares and/or (ii) hold such Shares in treasury, subject to market conditions and the capital management needs of the Company at the relevant time such repurchase of Shares are made. If the Company holds Shares in treasury, any resale of Shares held in treasury will be subject to the ordinary resolution numbered 4(A) of the notice of the AGM and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as Treasury Shares, which may include the Company not (or procure its broker not to) giving any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings for the treasury shares deposited with CCASS.

9. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company in the six months (whether on the Stock Exchange or otherwise) immediately preceding the Latest Practicable Date.

10. CONFIRMATION OF NO UNUSUAL FEATURES

The Board confirms that neither this explanatory statement nor the Repurchase Mandate has any unusual features.

The biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set out as follows:

DR. ZHILIANG OU, *J.P. (AUSTRALIA)*

Dr. Zhiliang Ou, *J.P. (Australia)*, aged 56, was appointed as an executive Director on 28 February 2017. Dr. Ou is a member of the remuneration committee of the Company. He is also a director of various subsidiaries of the Company. Dr. Ou holds a Doctor of Philosophy degree in Civil & Resource Engineering from The University of Western Australia, Australia. Dr. Ou also holds two Bachelor of Engineering degrees in Engineering Management & Structural Engineering respectively. Dr. Ou has over 30 years of professional engineering and management experience in civil and industrial engineering areas both in Australia and China, including residential and commercial high-rise buildings as well as projects in oil & gas, mining and infrastructure industries. Dr. Ou had been a senior staff member in the world's leading energy & resource firms including Kellogg Brown & Root (formerly known as KBR Halliburton), Worley Parsons Pty Ltd., as well as Sedgman Ltd., which is specialized in coal processing and handling plants. Dr. Ou was an independent non-executive director of Rey Resources Limited (a company listed on ASX focusing on exploration and developing energy resources in Australia). Dr. Ou participated in a number of key energy and resource projects around the world such as acting as the Lead Civil and Structural Engineer for BHP Billiton RGP6 Jimblebar project, Rio Tinto iron ore Dove Siding expansion project; Chevron Wheatstone Domgas LNG Pipeline project, Yemen LNG Project (in the Republic of Yemen) and Western Australia Dampier to Bunbury Natural Gas Pipeline (Stage 5B) project, etc. Dr. Ou was also an officer at Western Australia government agency from 2003 to 2006. Dr. Ou also has extensive experience and network in China. He was the general manager and the chief engineer of Fujian Liming Construction Company* (福建省黎明建築工程公司) and deputy general manager of Fuzhou Hengli Real Estate Development Pty Ltd (福州亨黎房地產開發有限公司) from 1993 to 1997. He was a guest professor for Inner Mongolia University (內蒙古大學) and Inner Mongolia University of Science & Technology (內蒙古科技大學) in China. Currently, Dr. Ou is also an executive director of Aceso Life Science Group Limited (stock code: 474), whose shares are listed on the main board of the Stock Exchange.

Save as stated herein, Dr. Ou has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as stated herein, Dr. Ou does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Dr. Ou does not have any personal interests in the Shares within the meaning of Part XV of the SFO.

* *For identification purpose only*

The Company has entered into a service contract with Dr. Ou, pursuant to which the appointment of Dr. Ou as an executive Director is for a term of 3 years commencing from 27 February 2025 subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. As an executive Director, the emoluments of Dr. Ou are determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Dr. Ou was paid HK$960,000 as his emoluments for the year ended 31 March 2025.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Dr. Ou that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

MS. JIANG YANG

Ms. Jiang Yang, aged 53, was appointed as a non-executive Director on 3 December 2024. Ms. Jiang is a member of the nomination committee of the Company. Ms. Jiang graduated from Shenzhen University majoring in accounting, and obtained the qualification certificates as the practitioner in securities industry, the fund sales, and the insurance sales. She also obtained a postgraduate diploma in Integrated and Practicing Management from the Institute of China Business of the University of Hong Kong in 2020. She has over 23 years of experience in the banking industry and has extensive business and management experience in bank credit management, risk management, operations management, and international settlement. Ms. Jiang previously held leadership positions in Hong Kong Nanyang Commercial Bank, Limited and Nanyang Commercial Bank (China) Limited, Shenzhen Branch from 1992 to 2015. Ms. Jiang currently serves as the general manager of Haotian Hengye (Shenzhen) Trading Development Co., Ltd.* and is also a non-executive director of Aceso Life Science Group Limited (stock code: 474), a company listed on the main board of the Stock Exchange. Prior to her current position, Ms. Jiang also served as the person in charge of the subsidiaries of China Shandong Hi-Speed Financial Group Limited (stock code: 412) from September 2016 to March 2018, and successively served as the general manager of Shangao International Business Factoring (Shenzhen) Co., Ltd.* (formerly known as China Innovative Finance Zhonghong (Shenzhen) Business Factoring Company Limited (中新金中弘(深圳)商業保理有限公司) and the chairman of Shangao International Finance Leasing (Shenzhen) Co., Ltd.* (山高國際融資租賃(深圳)有限公司) (formerly known as Xianglong Finance Leasing (Shenzhen) Company Limited* (翔龍融資租賃(深圳)有限公司).

Save as stated herein, Ms. Jiang has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as stated herein, Ms. Jiang does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

* *For identification purpose only*

As at the Latest Practicable Date, Ms. Jiang does not have any personal interests in the Shares within the meaning of Part XV of the SFO.

The Company has entered into a service contract with Ms. Jiang, pursuant to which the appointment of Ms. Jiang as a non-executive Director is for a term of 3 years commencing from 3 December 2024 subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. As a non-executive Director, the emoluments of Ms. Jiang are determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, her experience and qualification and her duties and responsibilities with the Company. Ms. Jiang was not entitled to any emoluments by the Company for the year ended 31 March 2025.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Ms. Jiang that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

MR. MAK YIU TONG

Mr. Mak Yiu Tong, aged 66, was appointed as an independent nonexecutive Director on 28 February 2017. Mr. Mak is the chairman of each of the remuneration committee and the nomination committee and a member of the audit committee of the Company. Mr. Mak graduated from the China University of Political Science and Law with a Bachelor of Law degree in 1998. Mr. Mak is a legal executive of Chiu, Szeto & Cheng, a firm of solicitors in Hong Kong. Mr. Mak has been working in the legal industry for over 30 years. Mr. Mak currently serves as an independent non-executive director of Talent Property Group Limited (stock code: 760) and Aceso Life Science Group Limited (stock code: 474), whose shares are listed on the main board of the Stock Exchange. Mr. Mak served as an independent non-executive director of Up Energy Development Group Limited (stock code: 307, whose shares were delisted from the main board of the Stock Exchange with effect from 5 January 2022) from April 2017 to January 2022.

Save as stated herein, Mr. Mak has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as stated herein, Mr. Mak does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Mak does not have any personal interests in the Shares within the meaning of Part XV of the SFO.

The Company has entered into a letter of appointment with Mr. Mak, pursuant to which the appointment of Mr. Mak as an independent non-executive Director is for a term of 3 years commencing from 28 February 2023 subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. As an independent non-executive Director, the emoluments of Mr. Mak are determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Mr. Mak was paid HK$120,000 as his emoluments for the year ended 31 March 2025.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Mak that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

MR. LI CHI KEUNG ELIOT

Mr. Li Chi Keung Eliot, aged 47, was appointed as an independent non-executive Director on 17 March 2017. Mr. Li is a member of each of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Li has obtained a Bachelor of Arts Degree at the Hong Kong Polytechnic University; Postgraduate Certificate in Business Administration from University of Leicester in England, and Master Degree in Executive Master of Business Administration (EMBA) at Fudan University in PRC. Mr. Li is the deputy managing director of First Shanghai Securities Limited ("**First Shanghai**"). Prior to joining First Shanghai, he was the managing director of South China Financial Holdings Limited (stock code: 619), whose shares are listed on the Stock Exchange. Mr. Li is a chartered wealth manager of the Chartered Wealth Manager Institute and the director of The Institute of Securities Dealers and The Hong Kong Association of Online Brokers. Mr. Li has held various senior positions including director of corporate development and vice president of corporate planning and development in financial institutes over his 20 years of experience in the financial industry.

Save as stated herein, Mr. Li has not previously held and is not holding any other position with any of the Company or its subsidiaries and does not hold any other directorships in any listed public companies in the last three years or other major appointments and qualifications.

Save as stated herein, Mr. Li does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Li does not have any personal interests in the Shares within the meaning of Part XV of the SFO.

The Company has entered into a letter of appointment with Mr. Li, pursuant to which the appointment of Mr. Li as an independent non-executive Director is for a term of 3 years commencing from 28 February 2023 subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles. As an independent non-executive Director, the emoluments of Mr. Li are determined by the remuneration committee of the Company and the Board with reference to the prevailing market rate, his experience and qualification and his duties and responsibilities with the Company. Mr. Li was paid HK$120,000 as his emoluments for the year ended 31 March 2025.

Save as disclosed above, the Board is not aware of any other matters in relation to the re-election of Mr. Li that need to be brought to the attention of the Shareholders nor is there any information which is required to be disclosed pursuant to Rules 13.51(2) (h) to (v) of the Listing Rules.

The chairman of the meeting will at the AGM demand, pursuant to article 72 of the Articles, poll voting on all resolutions set out in the AGM Notice.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representatives, shall have one vote for every Share of which he/she/it is the holder.

A Shareholder present in person or by proxy or by authorised representatives who is entitled to more than one vote does not have to use all his/her votes (i.e. he/she can cast fewer votes than the number of Shares he/she holds or represents) or to cast all his/her votes the same way (i.e. he/she can cast some of his/her votes in favour of the resolution and some of his/her votes against the resolution).

The poll voting slip will be distributed to Shareholders or their proxies or authorised representatives upon registration of attendance at the AGM. Shareholders who want to cast all their votes entitled may mark a "✓" in either "FOR" or "AGAINST" box corresponding to the resolution to indicate whether he/she supports that resolution. Shareholders who do not want to use all their votes or want to split votes in casting a particular resolution shall indicate the number of votes cast on a particular resolution in the "FOR" or "AGAINST" box, where appropriate, but the total votes cast must not exceed his/her entitled votes, or otherwise, the voting slip will be spoiled and the Shareholder's vote will not be counted.

After closing the poll, the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, will act as scrutineer and count the votes and the poll results will be published after the AGM.

HAO TIAN INTERNATIONAL CONSTRUCTION INVESTMENT GROUP LIMITED

昊天國際建設投資集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 1341)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting ("**AGM**") of Hao Tian International Construction Investment Group Limited (the "**Company**") will be held at 25/F, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Tuesday, 16 September 2025 at 10:00 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors of the Company (collectively the "**Directors**" and each a "**Director**") and independent auditors of the Company for the year ended 31 March 2025.

2. (a) To re-elect Dr. Zhiliang Ou as an executive Director;

   (b) To re-elect Ms. Jiang Yang as a non-executive Director;

   (c) To re-elect Mr. Mak Yiu Tong as an independent non-executive Director;

   (d) To re-elect Mr. Li Chi Keung Eliot as an independent non-executive Director; and

   (e) To authorise the board of Directors to fix the remuneration of the Directors.

3. To re-appoint Moore CPA Limited as independent auditors of the Company and to authorise the board of Directors to fix their remuneration.

4. As special business, to consider and, if thought fit, pass, with or without modification, the following resolutions as ordinary resolutions:

(A) "**THAT:**

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to allot, issue or deal with additional shares in the share capital of the Company (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) or securities convertible into such shares or options, warrants or similar rights to subscribe for any shares or convertible securities and to make or grant offers, agreements, and options which might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate number of shares of the Company allotted and treasury shares of the Company to be transferred or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued/transferred by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), (ii) the exercise of the subscription rights or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares of the Company and from time to time outstanding, (iii) the exercise of any option granted under the share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants as stipulated in such share option scheme or similar arrangement of shares or rights to acquire shares of the Company, or (iv) any scrip dividend or similar arrangement providing for the allotment of shares of the Company in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company in force from time to time, shall not exceed 20 per cent. of the total number of shares of the Company in issue (excluding any treasury shares) as at the date of passing of this resolution and the said approval be limited accordingly; and

(d) for the purpose of this resolution:

"**Relevant Period**" means the period from passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Cayman Islands to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

"**Rights Issue**" means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company in the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusion or other arrangement as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or such stock exchange in any territory outside Hong Kong)."

(B) "**THAT:**

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), subject to and in accordance with all applicable laws and regulations of the Cayman Islands, articles of association of the Company and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate number of shares of the Company which may be purchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent. of the total number of shares of the Company in issue (excluding any treasury shares) as at the date of passing of this resolution and the said approval be limited accordingly; and

(c) for the purpose of this resolution:

"**Relevant Period**" means the period from passing of this resolution until whichever is the earlier of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of Cayman Islands to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

(C) "**THAT** subject to the passing of resolutions numbered 4(A) and 4(B), the total number of shares of the Company which are to be purchased by the Company pursuant to the authority granted to the Directors mentioned in resolution numbered 4(B) shall be added to the total number of shares/treasury shares of the Company that may be allotted/transferred or agreed conditionally or unconditionally to be allotted/transferred by the Directors pursuant to resolution numbered 4(A) above, provided that such amount shall not exceed 10 per cent. of the total number of shares of the Company in issue (excluding any treasury shares) as at the date of passing of this resolution."

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for shares of the Company) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.

By Order of the Board
Hao Tian International Construction Investment Group Limited
Fok Chi Tak
Executive Director

Hong Kong, 30 July 2025

Principal place of business in Hong Kong:
Rooms 2510–2518, 25th Floor
Shui On Centre
6–8 Harbour Road, Wanchai
Hong Kong

Notes:

1. A member entitled to attend and vote at the AGM (or at any adjournment thereof) is entitled to appoint another person as his/her/its proxy to attend and vote in his/her/its stead. A proxy need not be a member of the Company.

2. Where there are joint registered holders of any shares, any one of such persons may vote at the AGM (or at any adjournment thereof), either personally or by proxy, in respect of such shares as if a sole holder; but if more than one of such joint holders be present at the AGM personally or by proxy, that one of the said persons so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

3. In order to establish entitlements to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 11 September 2025 to Tuesday, 16 September 2025, both days inclusive, during which period no transfer of share(s) will be registered. Shareholders whose names appear on the register of members of the Company on Tuesday, 16 September 2025 (i.e. the record date) will be entitled to attend and vote at the AGM. All transfer document(s) accompanied by the relevant share certificate(s) must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 10 September 2025.

4. In order to be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practise in Hong Kong), must be deposited with the branch share registrar and transfer office of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof.

5. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the AGM or any adjourned meeting (as the case may be) should the member so wish.

6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the board of Directors comprises three executive Directors, namely Mr. Fok Chi Tak, Mr. Tang Yiu Chi James and Dr. Zhiliang Ou, J.P. (Australia); two non-executive Directors, namely Mr. Xu Lin and Ms. Jiang Yang; and four independent non-executive Directors, namely Mr. Mak Yiu Tong, Mr. Li Chi Keung Eliot, Mr. Shek Lai Him Abraham and Mr. Chan Ming Sun Jonathan.